

RECORDATION NO. 26277-D FILED

APR 14 '06 3:30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 14, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of April 14, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement previously filed with the Board under Recordation Number 26277.

The names and addresses of the parties to the enclosed document are:

Assignor:	Trinity North American Freight Car, Inc. 2525 Stemmons Freeway Dallas, Texas 75207
Assignee:	TLP Rail Trust I Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

This document relates to five Memoranda of Lease Agreements, each with Trinity North American Freight Car, Inc., assignee of Trinity Industries Leasing Company, as Lessor: two with (i) Cemex USA Cement, Inc., Lessee, previously

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filed under Recordation Number 26277-A, (ii) Georgia Power Company, Lessee, previously filed under Recordation Number 26277-C, and three being filed concurrently herewith with (iii) W.R. Grace & Co.-Conn., Lessee, (iv) Englehard Corporation, Lessee, and (v) California Portland Cement, Lessee.

A description of the railroad equipment covered by the enclosed document is:

219 railcars:

CEMX 110635 – CEMX 110683 (8 cars – not inclusive)
GALX 6318 – GALX 6347
TILX 5938
TILX 5940
TILX 5942 - TILX 5943
TILX 32820 - TILX 32869 (34 cars – not inclusive)
TILX 32940 - TILX 33010 (63 cars – not inclusive)

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on April 14, 2006 by and between TLP Rail Trust I, a Delaware statutory trust, (the "Assignee"), Trinity North American Freight Car, Inc., a Delaware corporation (the "Assignor").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of April 14, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor certain railroad car leases as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

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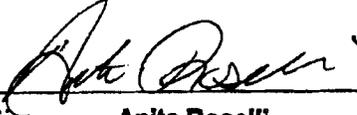
SURFACE TRANSPORTATION BOARD

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 
Name: **Anita Roselli**
Title: Financial Services Officer

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: _____
Name:
Title:

Executed on this 14 day of April, 2006

Executed on this ___ day of April, 2006

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: MALIN GRAHAM
Title: PRESIDENT

Executed on this ___ day of April, 2006

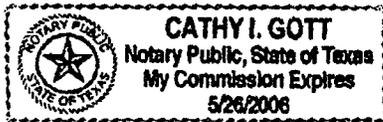
Executed on this 14 day of April, 2006

STATE OF Texas)
) SS:
COUNTY OF Dallas)

On this, the 14 day of April 2006, before a Notary Public in an for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that (s)he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on April , 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Cathy I. Gott
Name:
Notary Public



My Commission Expires: 5-26-2006
Residing in Dallas Co.

EXHIBIT A

1. Eight (8) units identified with marks CMEX 110635, CMEX 110652, CMEX 110653, CMEX 110656, CMEX 110666, CMEX 110670, CMEX 110675, CMEX 110683 leased pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement dated February 8, 2000 between Trinity Industries Leasing Company and Cemex USA Cement, Inc.

2. Thirty (30) units identified with marks GALX 6318-6347 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of March 28, 2006 between Trinity Industries Leasing Company and Georgia Power Company.

3. Four (4) units identified with marks TILX 5938, TILX 5940, TILX 5942, TILX 5943 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of December 20, 2005 between Trinity Industries Leasing Company and W. R. Grace & Co.-Conn.

4. Thirty-four (34) units identified with marks TILX 32820-32822, TILX 32824, TILX 32827, TILX 32829-32831, TILX 32833-32836, TILX 32840-32858, TILX 32866, TILX 32867, TILX 32869 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of January 26, 2006 between Trinity Industries Leasing Company and Engelhard Corporation.

5. Sixty-three (63) units identified with marks TILX 32940-32993, TILX 32997, TILX 32998, TILX 33003, TILX 33004, TILX 33006-33010 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated as of April 1, 2003 between Trinity Industries Leasing Company and California Portland Cement.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/14/06



Robert W. Alvord